

## PAYMENT AND REIMBURSEMENT OF RESPONSE COSTS

1. As set forth in Paragraph \_\_\_, EPA received \$21,032,202.98 as a result of its allowed general unsecured claim in the GM bankruptcy proceeding. Those funds have been deposited in the Special Account designated for conducting or financing response actions at the Lower Ley Creek OU (“Special Account”).

2. Respondents shall be responsible for funding all of their obligations under this AOC, including performance of the Work. EPA anticipates that there will be sufficient money in the Special Account following completion of the Work to provide for the full reimbursement of Respondents’ Remedial Design (“RD”) costs to those Respondents who enter into a written agreement with EPA to implement or fund the Remedial Action for the Lower Ley Creek OU (the RA Respondents). The procedures for requesting reimbursement of all of Respondents’ RD costs and conditions for receiving such reimbursement shall be as follows:

a. Upon: i) EPA’s issuance of final notice of completion of the Work under Section \_\_\_, and ii) one or more of Respondents agreeing to implement the Remedial Action for the Lower Ley Creek OU, the RA Respondents Group established by one or more Respondents to implement the Remedial Action for the Lower Ley Creek OU shall submit a request(s) for RD cost reimbursement (or, alternately, a request(s) for advanced funding from the Special Account of the Remedial Action in an amount equal to the RD costs incurred by Respondents) accompanied by a description of the RD Work performed for which reimbursement is sought and an itemized accounting of the costs incurred by Respondents in performing the Work.

b. The basis for reimbursement of Respondents’ RD costs by EPA to the RA Respondents Group established by one or more Respondents to implement the Remedial Action shall be: i) the availability of funds in the Special Account; ii) the RD Work’s consistency with the NCP, which EPA agrees can be demonstrated by EPA’s written approval of the Work, and iii) EPA’s acceptance of the cost documentation described in paragraph \_\_\_.a, subject to dispute resolution.

c. Upon satisfaction of the conditions set forth in paragraph \_\_\_.b, EPA shall within thirty (30) days of the execution of an RA agreement reimburse all of Respondents’ RD costs to the RA Respondents Group established by one or more Respondents to implement the Remedial Action for the Lower Ley Creek OU (or, alternately, at Respondents’ discretion, EPA shall make advanced funding available from the Special Account for the Remedial Action in an amount equal to the RD costs incurred by Respondents).

3. EPA shall at least quarterly keep Respondents reasonably apprised of the status of the Special Account, including amounts paid out, if any, and amounts remaining in special deposit, during the term of this AOC.